

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	<p>Robert J. Keach, Esq. (pro hac vice pending) BERNSTEIN SHUR SAWYER & NELSON, P.A. 100 Middle Street Portland, ME 04104 Tel: (207) 774-1200 Fax: (207) 774-1127 E-Mail: rkeach@bernsteinshur.com <i>Fee Examiner</i></p> <p>BERNSTEIN SHUR SAWYER & NELSON, P.A. Letson Douglass Boots, Esq. (pro hac vice pending) 100 Middle Street Portland, ME 04104 Tel: (207) 774-1200 Fax: (207) 774-1127 E-Mail: lboots@bernsteinshur.com <i>Proposed Counsel to the Fee Examiner</i></p>
<p>Caption in Compliance with D.N.J. LBR 9004-1(b)</p> <p>Jeffrey Traurig TRAURIG LAW LLC One University Plaza, Suite 124 Hackensack, NJ 07601 Tel: (646) 974-8650 E-mail: jtraurig@trauriglawn.com <i>Proposed Local Counsel to the Fee Examiner</i></p>	
<p>In Re:</p> <p>LTL MANAGEMENT LLC,</p> <p style="text-align: center;">Debtor</p>	<p>Case No.: 21-30589 (MBK)</p> <p>Judge: Michael B. Kaplan</p> <p>Chapter 11</p>

**APPLICATION FOR RETENTION OF BERNSTEIN, SHUR, SAWYER &
NELSON, P.A. AS COUNSEL TO THE FEE EXAMINER**

1. The applicant, Robert J. Keach (the “Fee Examiner”), is the (check all that apply):

- ☐ Trustee:
☐ Chap. 7
☐ Chap. 11
☐ Chap. 13.
- ☐ Debtor:
☐ Chap. 11
☐ Chap. 13
- ☐ Official Committee of _____

* ☒ Fee Examiner ☒ Chap. 11

2. The Fee Examiner seeks to retain the following professional, Bernstein, Shur, Sawyer & Nelson, P.A. (“BSSN”), to serve as (check all that apply):

☒ Attorney for*: ☐ Trustee ☐ Debtor-in-Possession

*☒ Fee Examiner

☐ Official Committee of _____

☐ Accountant for: ☐ Trustee ☐ Debtor-in-possession

☐ Official Committee of _____

☐ Other Professional:

☐ Realtor ☐ Appraiser ☐ Special Counsel

☐ Auctioneer ☐ Other (specify): _____

3. The employment of BSSN is necessary because:

The Fee Examiner has determined that the volume of fee and expense applications (the “Fee Applications”) expected to be filed by the retained professionals in this case warrants assistance from counsel who can contribute to the Fee Examiner’s analyses of such requests, assist in the preparation of required reports, and appear before the Court, if necessary, for or with him on all relevant matters and issues. Accordingly, the Fee Examiner has selected BSSN, the firm with which he has long been associated, as the best qualified and most cost-effective professional to support the Fee Examiner in his review of fee and expense requests.

4. BSSN has been selected because:

The Fee Examiner previously served as fee examiner in the In re AMR Corporation et. al., Chapter 11 Case No. 11-15463 (SHL) (Bankr. S.D.N.Y.), In re Exide Technologies, Chapter 11 Case No. 13-11482 (KJC) (Bankr. D. Del.), In re Mineral Park, Inc. et. al., Chapter 11 Case No. 14-11996 (KJC), In re Relativity Fashion, LLC, et al., Chapter 11 Case No. 15-11989 (MEW), and In re Murray Energy Holdings, Co., et al., Chapter 11 Case No. 19-56885 (JEH). BSSN has served as counsel to the Fee Examiner in all such cases. The Fee Examiner is currently serving as fee examiner in the In re Intelsat S.A., et al., Chapter 11 Case No. 20-32299 (KLP), and BSSN is his counsel (and assists him with fee and expense review). In addition, the Fee Examiner is currently serving as fee examiner to the Financial Oversight and Management Board for Puerto Rico with respect to professionals providing Non-Title III services, and for all professional services rendered after the effective date of certain confirmed plans of arrangement, and BSSN is his counsel (and assists him with fee and expense review as to those professionals).

BSSN’s Bankruptcy Reorganization and Insolvency Practice Group (the “Group”) also represents clients in matters ranging from informal workouts to sophisticated corporate

reorganizations. It has represented clients in cases before the First, Second, Seventh and Eighth Circuit Courts of Appeal, as well as appeared in bankruptcy courts throughout the United States. The Group has represented and represents clients in the bankruptcy cases of Lehman Brothers, Fairpoint Communications, New Century Mortgage, Nortel Networks, Hartmarx, Fraser Papers, Land America, Verso Corporation, Sports Authority Holdings, Inc., Toys R Us, and Sears, among many others, as well as represented debtors, creditors' committees and other parties in chapter 11 cases in New England. Members of the Group have also represented asset purchasers in section 363 sales and plan sales of assets, litigated directors' and officers' liability, lender liability, complex preferential and fraudulent transfers, and other commercial and business tort litigation matters, in cases throughout the United States. Members of the Group have frequently litigated fee matters, both from the standpoint of the applicant and the objecting party. The Group's experience makes each member of the Group capable of assisting in the fee review process.

The Fee Examiner seeks to retain BSSN as his counsel because, among other things, BSSN has provided and can provide high-quality bankruptcy services to the Fee Examiner in a timely and cost-effective manner. Additional details regarding BSSN and its qualifications are set forth in detail in the Certification of Letson Douglass Boots attached hereto as Exhibit A.

5. BSSN's professional services to be rendered are as follows:

Subject to further order of the Court, the Fee Examiner requests the retention and employment of BSSN to provide services, consistent with the Fee Examiners' scope of duties set forth in the *Order Appointing an Independent Fee Examiner and Establishing Procedures* [Docket No. 1922] including:

(a) Reviewing and assessing all Fee Applications and related invoices for compliance with

- i. Bankruptcy Code sections 327, 328, 329, 330, 331 and/or 1103 as applicable, pursuant to each Retained Professional's retention order;
- ii. the Federal Rules of Bankruptcy Procedure;
- iii. the Local Rules of the United States Bankruptcy Court, District of New Jersey;
- iv. the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 322] (the "Case Management Order");
- v. the *Order Establishing Procedures for Interim Compensation and Reimbursement for Retained Professionals* [Docket No. 761], as may be amended (the "Interim Compensation Order"); and
- vi. the United States Trustee Guidelines for Reviewing Applications for

Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, C.F.R. Part 58, Appendix A, and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, at 28 C.F.R. Part 58, Appendix B (collectively the “Guidelines”).

- (b) Assisting the Fee Examiner in any hearings or other proceedings before the Court to consider the Fee Applications including, without limitation, advocating positions asserted in the reports filed by the Fee Examiner and on behalf of the Fee Examiner;
- (c) Assisting the Fee Examiner with legal issues raised by inquiries to and from the Retained Professionals and any other professional services provider retained by the Fee Examiner;
- (d) Where necessary, attending meetings between the Fee Examiner and the Retained Professionals;
- (e) Assisting the Fee Examiner with the preparation of preliminary and final reports regarding professional fees and expenses;
- (f) Assisting the Fee Examiner in developing protocols and making reports and recommendations; and
- (g) Providing such other services as the Fee Examiner may request.

Other than in connection with legal advice to the Fee Examiner and assisting in his analysis, BSSN will not duplicate the work performed by the Fee Examiner.

6. The proposed arrangement for compensation is as follows:

The Fee Examiner, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and further orders of the Court, proposes to have the Debtor’s estate compensate BSSN at BSSN’s regular hourly rates for legal and non-legal personnel and to reimburse BSSN for all reasonable and necessary expenses under the standards set forth in 11 U.S.C. §§ 330 and 331, as well as the Guidelines. BSSN’s hourly rate structure ranges from \$340 to \$685 for shareholders; \$330 to \$685 for of counsel; \$265 to \$275 for associates; and from \$185 to \$240 for paraprofessionals.

7. To the best of the Fee Examiner’s knowledge, BSSN’s connection with the Debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

☐ None

☒ Describe connection: See Cert. of Letson Douglass Boots, attached hereto as Exhibit A.

8. To the best of the Fee Examiner's knowledge, BSSN (check all that apply):

☒ does not hold an adverse interest to the estate.

☒ does not represent an adverse interest to the estate.

☒ is a disinterested person under 11 U.S.C. § 101(14).

☐ does not represent or hold any interest adverse to the debtor or the estate with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

☐ Other; explain: _____

See also Cert. of Letson Douglass Boots, attached hereto as Exhibit A.

9. If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows: N/A

The Fee Examiner respectfully requests authorization to employ BSSN to render services in accordance with this application, with compensation to be paid as an administrative expense in such amounts as the Court may determine and allow.

Dated: April 1, 2022

/s/ Robert J. Keach

Robert J. Keach

Fee Examiner